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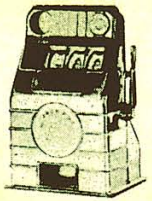

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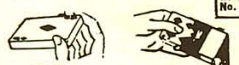

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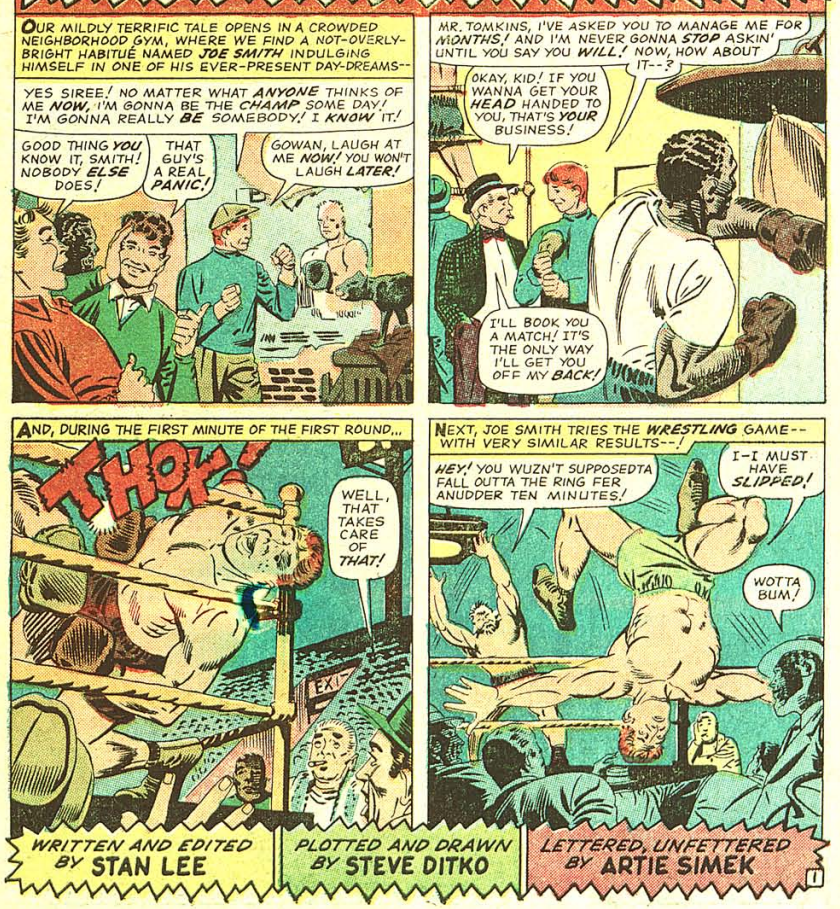
THE AMAZING SPIDER-MAN!

"JUST A GUY NAMED JOE!"



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PLOTTED AND DRAWN BY STEVE DITKO

LETTERED, UNFETTERED BY ARTIE SIMEK

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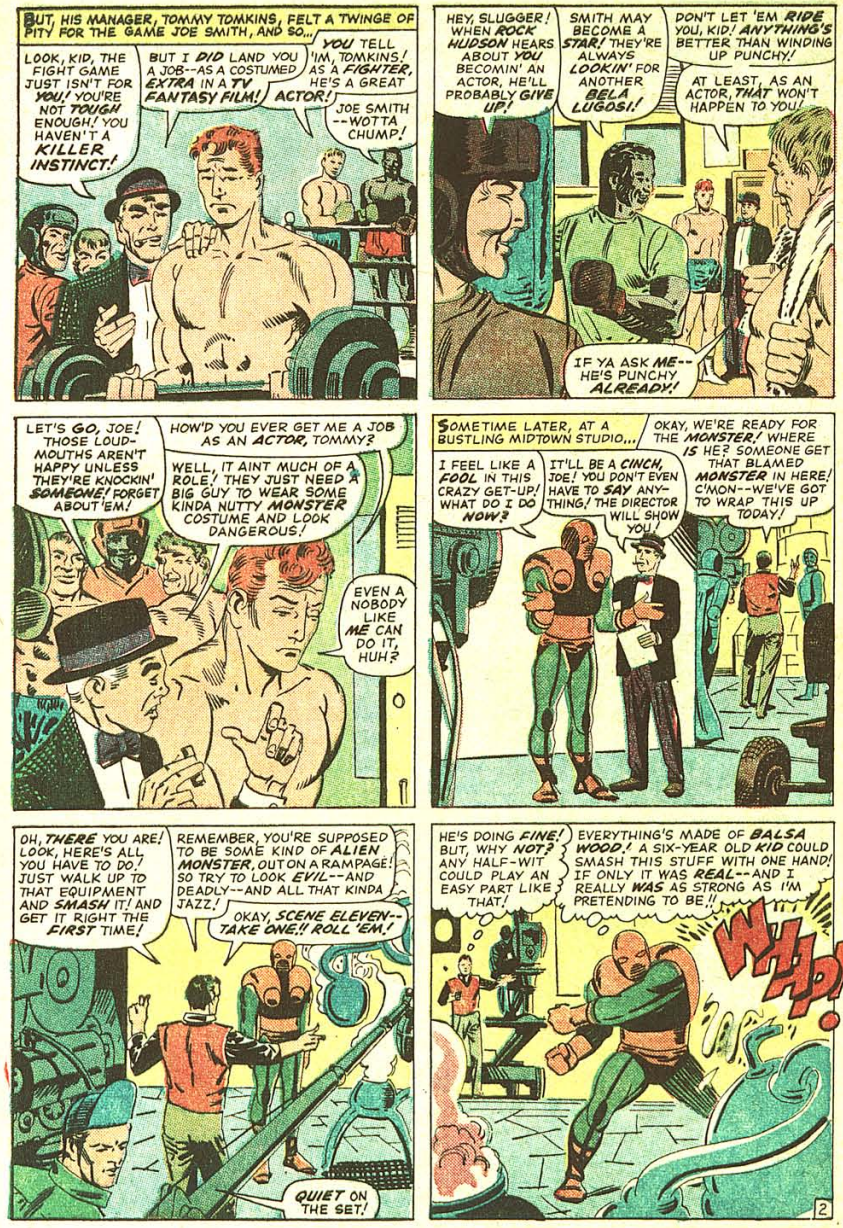

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BUT, WHEN YOU'RE A "HARD-LUCK JOE", AS OUR HERO SEEMS TO BE, TROUBLE CAN POP UP ANY TIME--
LOOK OUT! THAT DEBRIS IS FLYING TOO NEAR THE ARC LIGHTS! UH OH--!
KA-HAK!
HEADS UP! IT'S FALLING IN A PUDDLE OF SPILLED CHEMICALS, FROM THE PREVIOUS SCENE!
WATCH IT! THOSE WIRES ARE STILL LIVE!
THUP!
SWITCH OFF THE CURRENT!! HURRY, MAN! THAT EXTRA IS GETTING THE FULL IMPACT OF THE SHOCK!!
UHHHHH--!
ZZZ

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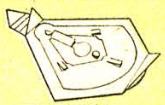

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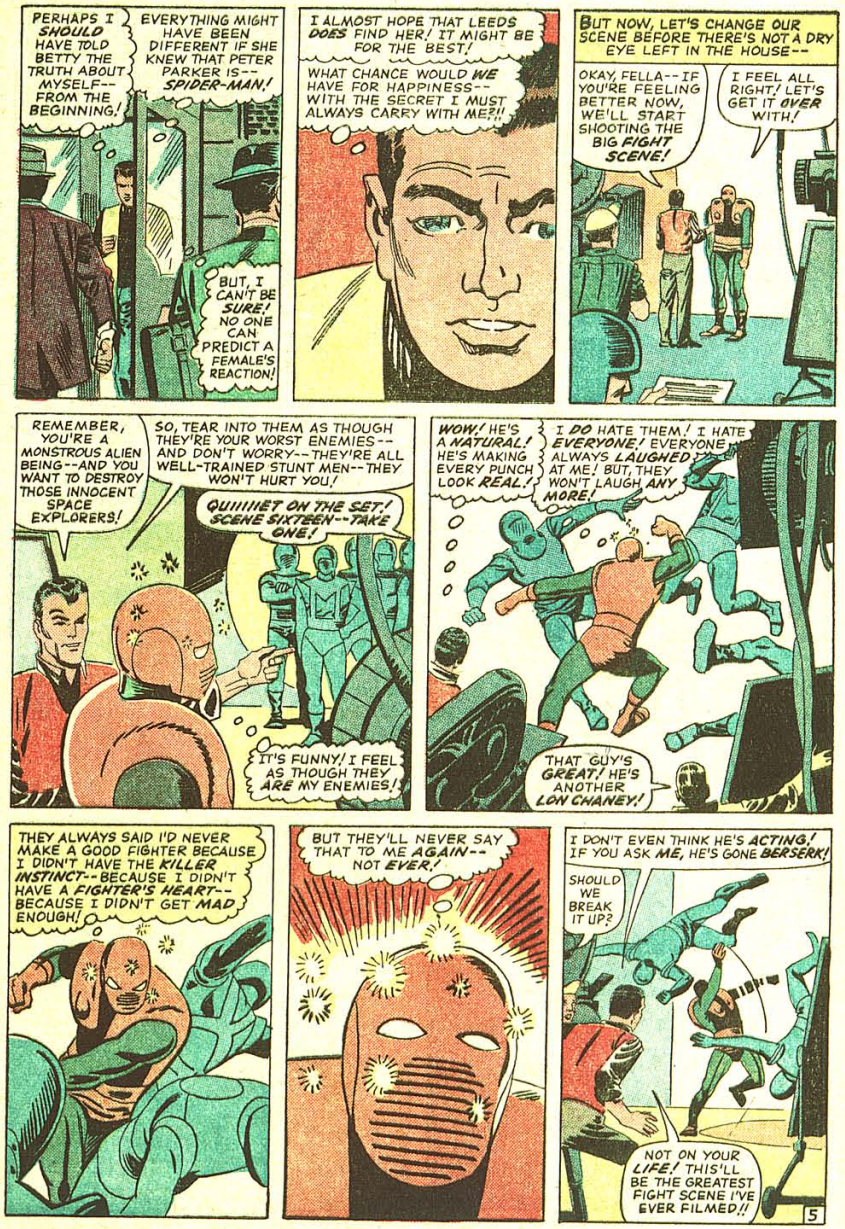

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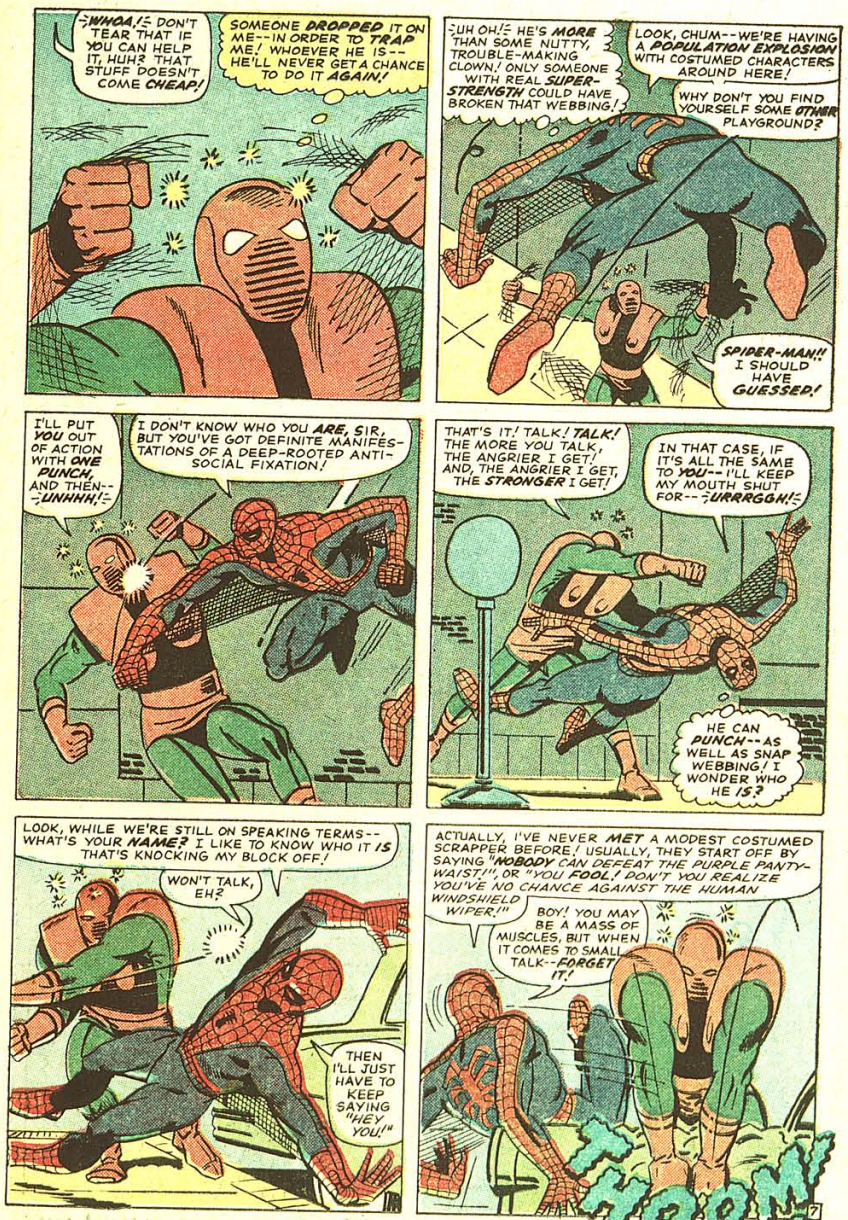

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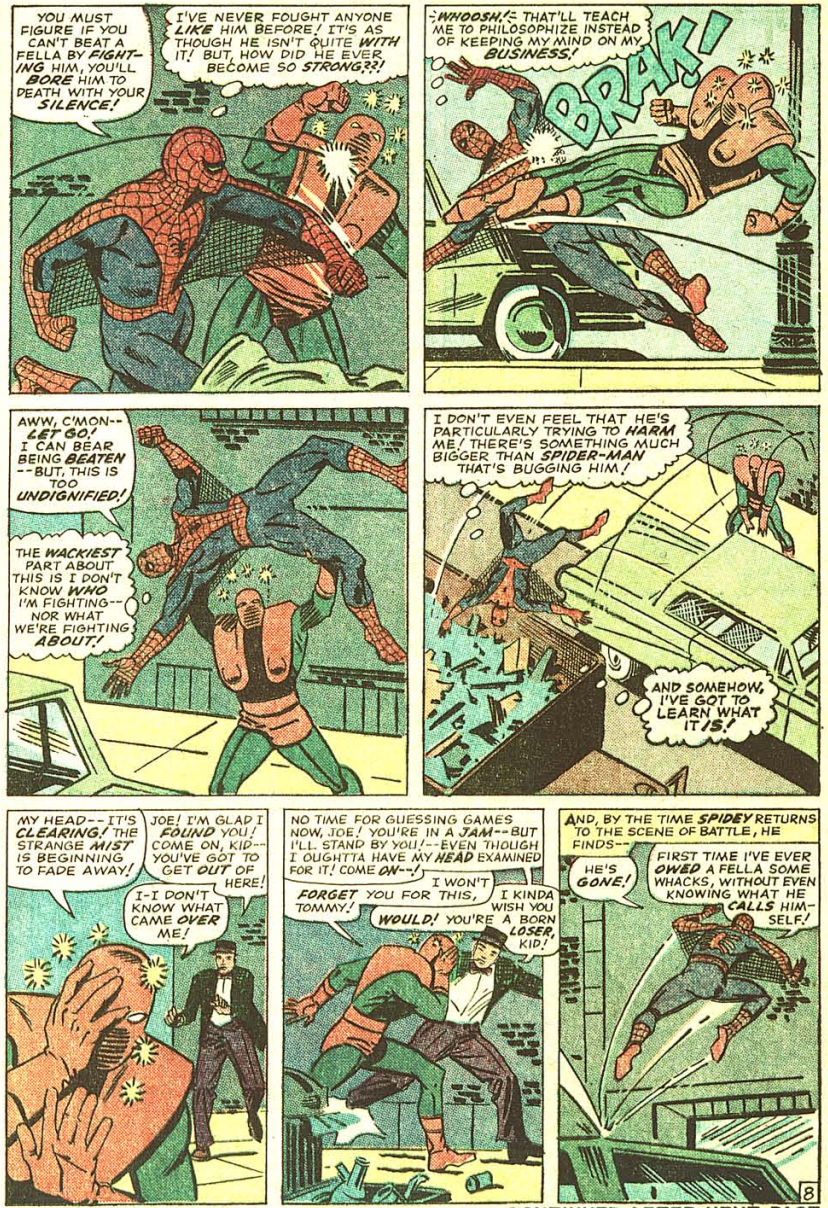

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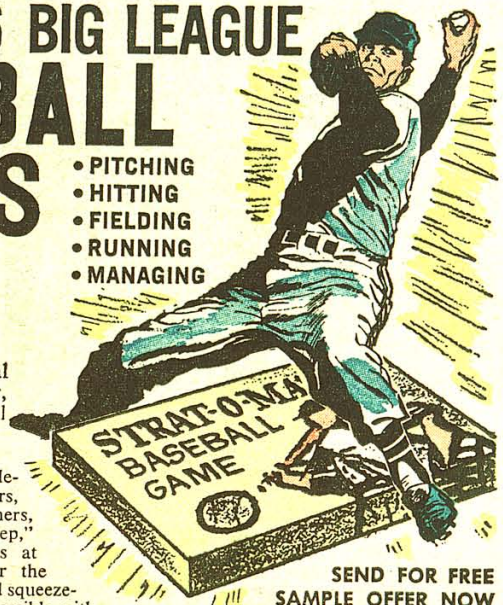

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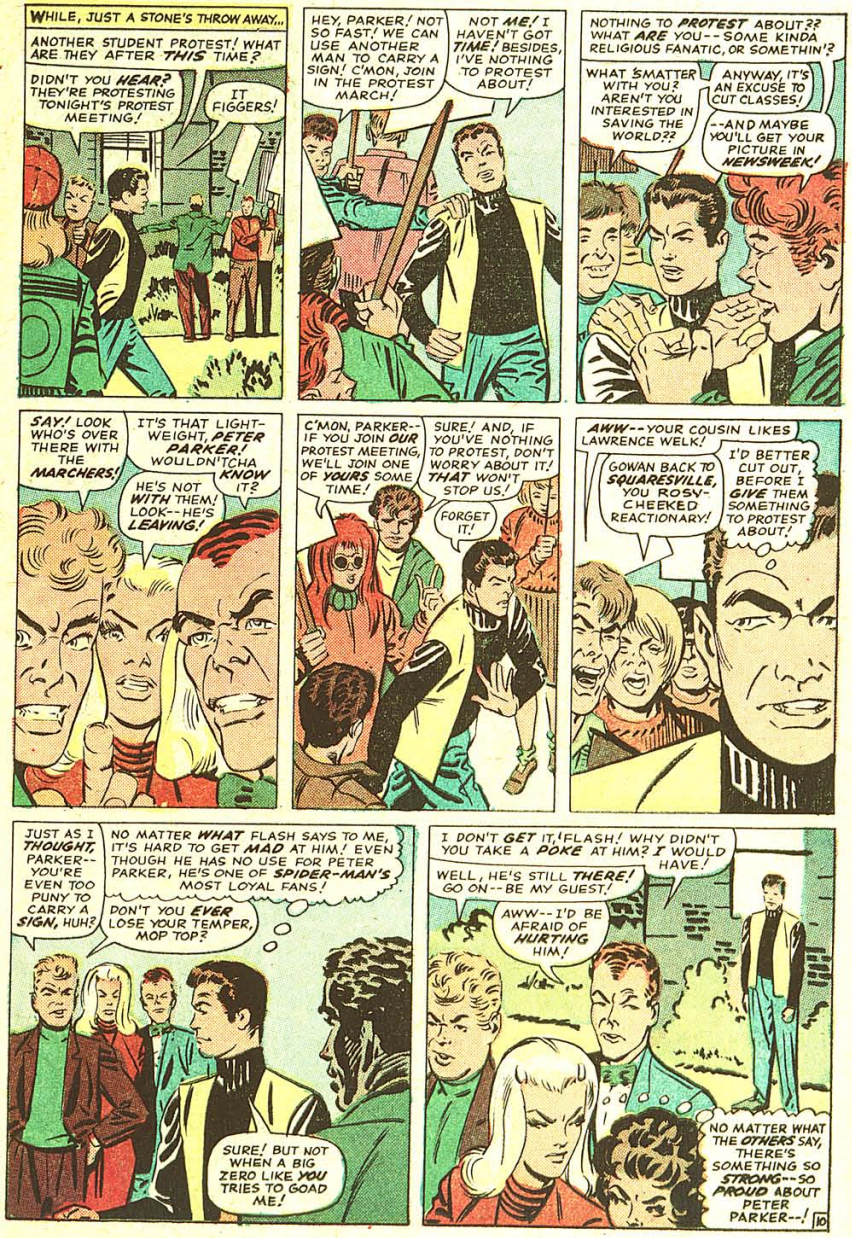

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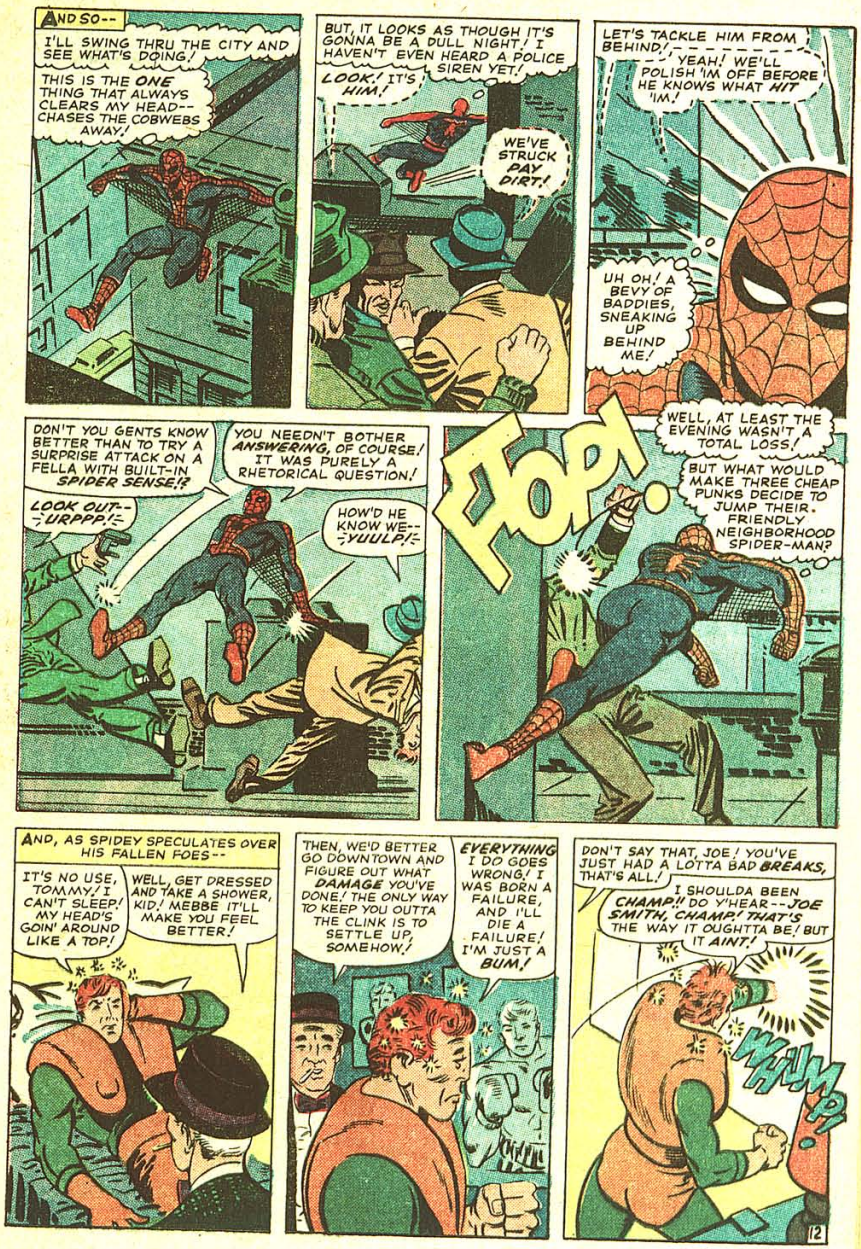

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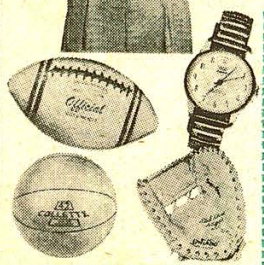

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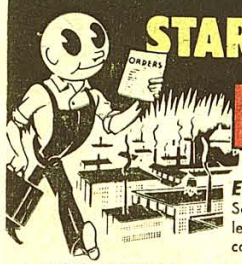

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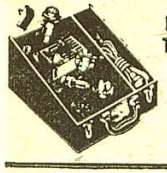

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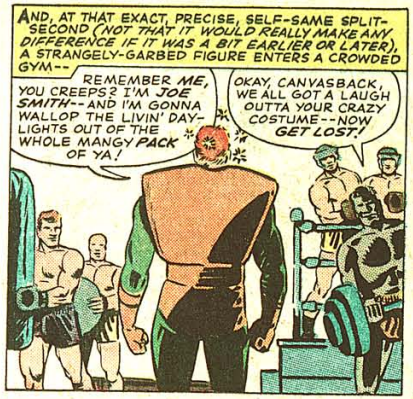

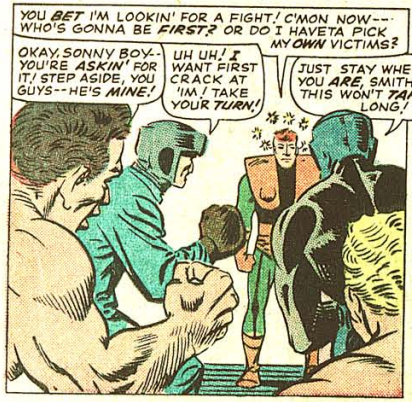

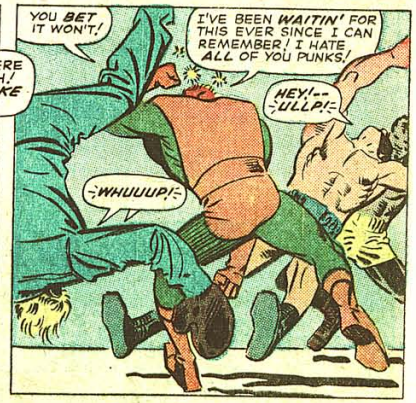

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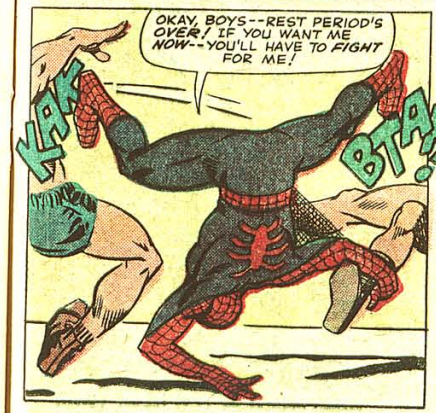

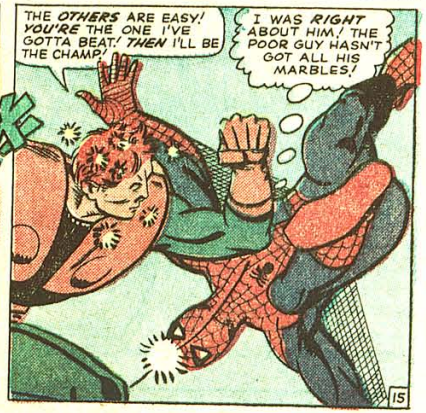

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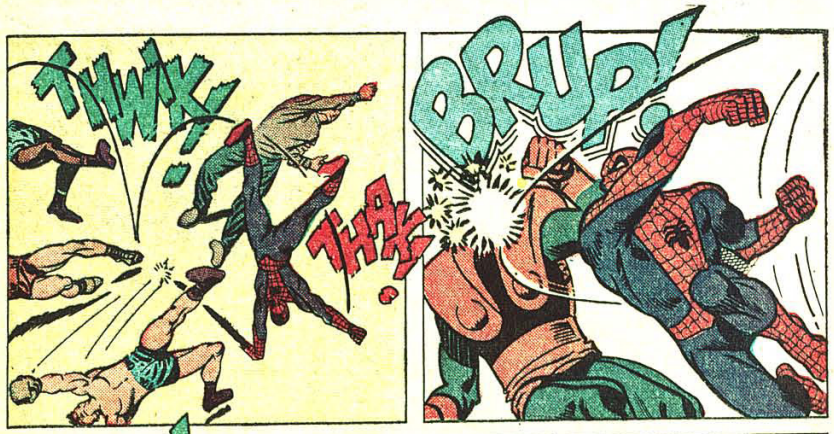

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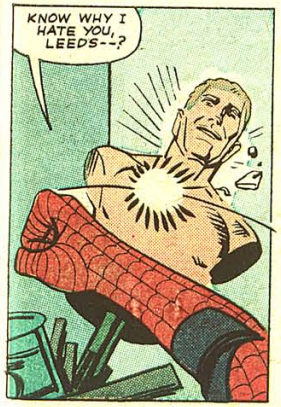

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NO SOONER HAS THE FRONT DOOR CLOSED BEHIND THE VISITOR, THAN MAY PARKER HEARS A WEARY VOICE BEHIND HER...

PETER PARKER! YOU MUST HAVE COME IN THE BACK DOOR!

SORRY I'M LATE, AUNT MAY--BUT I'VE ALREADY HAD DINNER!

SURE! WHAT'S THE DIFFERENCE?

THERE WAS SOMEBODY TO SEE YOU AT THE FRONT DOOR! HURRY--SHE MAY STILL BE THERE!

SHE?? WHO WAS IT?

OH SHAW!! WE'RE JUST SECONDS TOO LATE! ISN'T THAT A SHAME!

I DON'T RECOGNIZE THE CAR! TELL ME, AUNT MAY--WHO IS SHE?

WHY, IT WAS MARY JANE WATSON, YOU SILLY BOY! THE GIRL I'VE BEEN TRYING TO HAVE YOU MEET FOR MONTHS!

FOR JUST A SECOND--I THOUGHT--IT MIGHT HAVE BEEN--BETTY!

OH!

SHALL I HEAT A GLASS OF WARM MILK FOR YOU, DEAR?

NO, THANKS! I'LL JUST CATCH THE LATE NEWS ON TV, AND THEN GO TO BED!

IT HAS JUST BEEN ANNOUNCED THAT JOE SMITH HAS SIGNED A FIVE-YEAR CONTRACT WITH THE INTERNATIONAL BROADCASTING NETWORK TO STAR IN A NEW SUPER-HERO SERIES! MR. SMITH, A VIRTUAL UNKNOWN UNTIL RECENTLY, WAS--

OH NO!!

--REPORTED TO HAVE FOUGHT SPIDER-MAN HIMSELF TO A STANDSTILL!

THAT TAKES THE CAKE! NOT ONLY WILL HE BECOME A BIG STAR NOW--BUT I'LL SEEM WORSE THAN EVER!

CLICK!

I'M TOO TIRED TO WATCH THE REST OF THE NEWS, AUNT MAY! I'LL SAY GOOD NIGHT TO YOU NOW!

SLEEP WELL, PETER DEAR! I'M GLAD YOU TURNED OFF THE TV! SOME OF THOSE NEWS ITEMS CAN GIVE A BODY NIGHTMARES!

NOT MUCH CHANCE OF THAT IN MY CASE!

---I ONLY HAVE THEM WHEN I'M AWAKE!

NEXT ISH!

THE BIGGEST SURPRISE OF THE SEASON AWAITS YOU!

'NUFF SAID!

20

NOTE: OUR LETTERS SECTION APPEARS AFTER NEXT PAGE...

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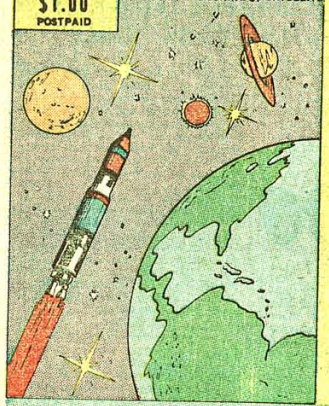

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INCREDIBLE, INDUBITABLE, INTERMINABLE ITEMS TO STARTLE YOUR SENSES AND SOOTHE YOUR SOUL!

BULLETIN! It's hail and farewell to sturdy STEVE DITKO! SPIDER-MAN #38 and STRANGE TALES #146 (both now on sale) will mark his final appearances in any Marvel mags! (Except for the numerous reprints you'll find in our king-size issues.) Steve recently told us he was leaving, for personal reasons. After all these years, we're sorry to see him go, and we wish the talented guy success with his future endeavors. As for his replacement, all we can say is—since someone else has to draw Spidey, thank Asgard that jazzy JOHNNY ROMITA has returned to the fold! Not only has he captured the spirit, the excitement, and the indefinable uniqueness that have made the ol' web-spinner one of literature's most sensational successes, but Johnny has actually managed to add a new dimension—the attribute of sheer artistic *glamor* which, we predict, will lift Spidey to still greater heights of Marvel magnificence! (And, needless to say, smilin' STAN will continue to turn out the type of stories which no one has yet been able to hold a candle to!) As for Dr. Strange, at the time of this writing, we still haven't chosen a new artist, but we've had a whole kaboodle of volunteers from among our loyal bullpeners, so just wait'n see, pussycat!

BULLETIN! We never realized the whole whacky, wonderful world was so hungry for our rapturous reprints! MARVEL COLLECTORS' ITEM CLASSICS are being gobbled up as fast as we can turn them out—and the same goes for its new sister mag (or, brother mag, if you prefer), MARVEL TALES! But, here's the stop-the-presses part of our bulletin—we're making FANTASY MASTERPIECES a king-size mag, too—and, besides featuring our greatest and nuttiest monster tales, it will star—hold your breath, now—the earliest tales of CAPTAIN AMERICA—from mighty Marvel's golden era! The first one's on sale now—or, it was! Once this notice appears in print, those nearly-priceless copies will last about as long as a Yancy Streeter at the Thing's birthday party! And we kid thee not!

BULLETIN! Is our collective face red! We printed an announcement recently about the fact that the famous college mag, the PELICAN, was doing a satire on us! But, we referred to it as the U.C.L.A. PELICAN, when anybody who is anybody (except US) would know that we SHOULD have said the University of California at Berkeley PELICAN! (Or, is it the other way around? Hooo boy!) Anyway, forgive us, Berkeleyites, and many thanks for the kind things you had to say—things such as: "Seekers of wisdom and truth will accept nothing less than MARVEL COMICS—Marvel mags sell faster than Unguentine in a leper colony. They are viciously sought out, purchased, stolen, and hoarded by a rapidly-growing number of students—who have found Marvel to be the first real revolution in literature!—Sartre, Camus, Marx, and Dostoevsky [are] being crowded off intellectual bookshelves to make way for SPIDER-MAN and the HULK—" Etc. etc. etc. We're too modest (as everyone knows) to print any more! But, we promise you this, lads—we'll be sure to get the name of your ubiquitous University correct next time—as soon as someone tells us what it really is!

BULLETIN! Here's one of our most sensational items yet! By the time your sparkling little eyes can devour these wondrous words, Lancer Books, one of America's top paperback book publishers, will be featuring two of our Marvel-ous characters—in paperback book form! Whatever you do, don't miss 'em! They're on sale now! One book features the FANTASTIC FOUR; and the other, SPIDER-MAN! How about THAT!

BULLETIN! There are so many exciting things perking at Marvel, we don't know what to tell you first! Here are a few choice items—to wit—The fabulous FANTASTIC FOUR introduces a brand new character in ish #52 called the Black Panther! We expect the largest mail reaction of the year after you've met him!—DAREDEVIL #s 16 and 17 have been guest-starring Spidey—so don't miss your chance to get a sneak preview of how Ring-a-ding Romita can handle ol' Web-Head!—Everyone's talking about the reappearance of Giant-Man in the AVENGERS . . . and of his name (Goliath) and his new costume (like Wow!)—Stan and Jack are going batty trying to keep track of the Greek gods whom they've introduced in the new THOR series, along with the Norse gods! For the most "celestial" saga around, don't dare miss it!—Have you seen Bill Everett's version of the Hulk yet? It's created a heap of talk in fandom, and you'll be reading the various comments in our letters pages starting next month. Big Bill is one of our old-time, all-time greats, and the master still hasn't lost his titanic touch!

BULLETIN! Have you seen those little "mini-books" on sale in vending machines thruout the country? They're about the size of a postage stamp, and more fun than Dr. Doom on a pogo stick! Anyway, early in April you'll be seeing over TEN MILLION new ones—called MARVEL MINI-BOOKS—featuring Spidey, Thor, Captain America, the Hulk, Sgt. Fury, and Millie the Model! Watch for them—they're millions more pieces of proof that mighty Marvel is taking over the world—and you're in on the coup right along with us!

BULLETIN! We haven't had much time to mention it lately, but the ol' MERRY MARVEL MARCHING SOCIETY has so many thousands of members now that we're almost running out of numbers for the flood of new applications that keep pouring in! Remember, every Merry Marcher receives a special surprise bulletin in the mail a couple of times yearly, plus all sorts of other goodies too numerous (and too ridiculous) to mention here! And, before we forget, a mighty Marvel salute to amazin' ART ROBERTS, the sensational, swingin' Dee Jay of Chicago's wild and wondrous radio station WLS, for the great job he's been doing in recruiting Merry Marchers for us among his millions of listeners! (And, a personal aside to Art from Stan: Peter Fugitive is the coolest, man!)

THE WRAP-UP! We received a letter which we feel is of such general appeal to Marvelites everywhere, that we're printing a portion of it in this space rather than on a letters page. Here goes:

Dear Stan,

Before you let yourself become entangled in a bitter and senseless tirade against your major competitor, I ask you to stop and consider all aspects of your competition. True, the both of you are marketing the same product—but your treatment of the stories and problems you choose to bring up is startlingly different—and you need not resort to needling and name-calling. To see you, who at times publish such superior material, accuse the other of using your old material is certainly a comedown from when you refused to acknowledge them as competition! It is we, the readers, who suffer from your present course of unpleasant propaganda. I remain one of your most loyal fans. Best wishes,

Mike Murano, 38 Lynn St.,
Peabody, Mass. 01960

Actually, we've never tried to single out any one competitor for criticism. By BRAND ECHH, we really mean *all* of them! But, that's besides the point. What we want to know is—do most of you agree with Mike? If so, we won't mention Brand Echh again. Personally, we get a kick out of the mutual letter-col needling that goes on—but, as always, our job is to please YOU! So, clue us in, frantic ones—and we'll announce your decision as soon as all the mail is in. Till next month then, FACE FRONT—you never know when Irving Forbush may drop in! 'Nuff said!

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!

FANTASTIC FOUR #52: The first appearance of the sensational, spectacular Black Panther!

AVENGERS #29: Wow! Look who's back! Power Man! The Black Widow! And the Swordsman!

X-MEN #21: The secret of Lucifer, revealed at last, as the X-Men face: Dominus!

DAREDEVIL #17: The wrap-up of the season's greatest fight—D.D. vs. Spidey! It's a blast!

THOR #129: Hercules! Pluto! Zeus! Odin! Thor! The Netherworld! How can we do it all for 12¢?

STRANGE TALES #146: Fury tackles the mystery of "Them"! Dr. Strange meets Eternity again!

SUSPENSE #79: Iron Man faces disaster! Captain America takes the Red Skull! Hooo boy!

ASTONISH #81: Sub-Mariner goes mad! As for the Hulk, he's fighting everyone in sight!

SGT. FURY #31: Captain Sawyer gets into action at last! It's a bombshell!

FANTASY MASTERPIECES #3: Now giant-sized! Featuring Captain America from Marvel's Golden Age!

MARVEL TALES #3: How's this for a parlay—Spider-Man! Thor! Ant-Man! And the Human Torch!

COLLECTOR'S ITEM CLASSICS #3: Merely the greatest—Fantastic Four! The Hulk! Iron Man! Dr. Strange! And—The Watcher!

Let's meet 26 more M.M.M.S. members!

Bill Emrick, Logan, Ohio
John Montague, Baltimore, Md.
Richard Gawaldo Corapolis, Pa.
Wayne Haymes, Jr. Conway, Mo.
Chan Druff, Thomasville, Ga.
Richard Bagnoli, Mechanicircle, N. Y.
Ted Rice, Palo Alto, Calif.
John Aricevich, New Haven, Conn.
Paul Crosby, New York, N. Y.
Michael Chisholm, Homewood, Ill.
Ralph Erickson, Chicago, Ill.
Jerry Hoskowig, Pittsburgh, Pa.
Lester Payne, Roxbury, Mass.
James Gragg, Kansas City, Mo.
Curt Huckaby, Salinás, Cal.
Jim Gray, Canal Zone, Panama
Joseph Gawor, Chicago, Ill.
Daniel Grillo, Hudson, Mass.
Brian Caldwell, Jennings, La.
Chuck Ward, Alexandria, Va.
Michael Evans, New York, N. Y.
Charles Edwards, Little Rock, Ark.
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THE SPIDER'S WEB

SEND YOUR LETTERS TO:
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Dear Stan,

SPIDEY #34 was fantabulous (as usual), having 50 panels of fight scenes and 53 panels of Spidey (which is more than in most issues). I hope Peter can prove to Gwen that he's not so bad, because she's really some doll. Harry is a fink! Kraven was in peak form, so have him come back again some issue, stronger than ever. By the way, in your bullpen bulletins under "Strictly Personal," you called Johnny Hayes' Mustang a "2x2." A Mustang fastback is a 2+2, you dopes! Back to Spidey: Let's see more of Betty Brant's dreams, and let's have Peter solve his problems with her or else leave her alone with no hard feelings. He could go with Gwen instead, since she seems to like him and would probably understand him. Keep up the good work, but try to cut down on your famous mistakes. Remember, until Harry knocks Spider-Man out, I will remain thoroughly a Marvel maniac.

Randy Barron, 124 West Linwood
Kansas City, Mo.

You mean if Harry wins one single fight we'll lose you? Aw, how fickle is thy faithfulness, frantic one! As for our description of jovial Johnny's chariot, please forgive our extraordinarily inexcusable error! (Although we did spell "Mustang" correctly — and for us, that's a truly towering triumph!)

Dear Stan,

Boy! Did you ever flub up in issue #34 of SPIDER-MAN! All that happens is that Spidey and Kraven hit each other a couple of times, and Spidey gets in the last blow, so he wins. Echh! You surely can do better than that. Why didn't Kraven dream up some diabolical trap for our hero, such as those magnetic handcuffs in Ish #15! Kraven is easily your best villain, but if you don't quit giving us stories with just a few hay-makers instead of a plot, you'll probably lose a few fans. (Not me, of course, because I couldn't breathe, eat, or sleep without Spidey.) So let's get out of this rut, huh? Spidey's sales marks may have reached their peak, but as far as I'm concerned, Spidey's in the worst slump of his whole career. Hurry up and settle this big deal with Betty Brant, too. I'm tired of it, and I'm sure I'm not alone.

Cary Burkett, 1120 E. Pecan
Angleton, Texas

Be of good cheer, brother Burkett! Just wait'll you see our brand-new, pulsatin' plot line which will start unfolding before your delightfully dazzled eyes next ish! You think our sales have hit their peak, Cary? Fie upon thee! This is only the beginning, mister! We've got gimmicks, gadgets, and guest stars coming up that'll make comic book history! (And, if we weren't reluctant to boast — hoo boy!)

Dear Stan,

In SPIDER-MAN #34, the cover wasn't so spectacular. But, from experience, I have learned that great stories often hide behind bad covers. And I was right again! The only fault with "The Thrill of the Hunt" was when Betty dreamed Peter was Spidey. No dreams! Only real stuff, please! I got the impression you just wanted to fill the page. The rest was history for us Marvel readers. Give Peter one more power; let him be able to talk with spiders so he won't get so lonely after he has one of his many fights with Betty. And let's watch those nowhere old 1920's clothes on all the characters! Get cashmere sweaters on them — all except J.J.J., of course. On *him* you should put a straitjacket!

(No, we didn't forget the writer's name and address! Here's what happened —)

Another mighty Marvel first! Our panicky printer actually lost the signature section of the letter above, so now we don't know who wrote it! But, if the agonized author will drop us another line, identifying himself, we'll give him (or her) (— or it) full credit and a public apology a few ishes hence! However, the idea of Spidey talking to real, live spiders just doesn't send us! We're not even convinced that *spiders* talk to spiders!

Dear Stan,

I was looking through the *San Francisco Chronicle* the other day and you'll never guess what I saw! No, Russia isn't going to drop an atomic bomb on the U.S. No, Jolly Jack Kirby didn't defect to Brand Echh, and nobody else has burned up the capital since the British did! Actually, the kids at the University of California took time out from their protesting to do something worthwhile. This: "New on campus is the Royal Order of Spider-Men, whose bible is the SPIDER-MAN comic book and whose leader, the Imperial Black Widow, is Ron Gordon, a 20-year-old premed." [Wait'll Hawkeye hears about *this!* Anyway, it goes on:] "Their slogan? Friend of all, regardless of race, creed, color, or number of legs." Since this group is in California, they just couldn't live without a demonstration, so a plan was made to organize 12,000 black widow spiders for a crawl down Telegraph Avenue, followed by a web-in at Sproul Hall. The Spider-Men hope to get enough money together (by selling pickled webs) to send venom to anti-Communist Asian spiders. Maybe Spidey can help in that department? In the immortal words of the *Chronicle's* Herb Caen, "Let's all get behind these fine young people!"

Irene Yono, 1692 Post St.
San Francisco, Calif. 94115

A number of sharp-eyed fans also sent us a copy of that clipping from the *Chronicle*, Irene honey — and we got a real kick out of it. In fact, what with the popularity of expressions like "sit-in," "stand-in," "sleep-in," etc., the newie which those cavortin' college kids have coined — "web-in" — may just take hold and become a part of our fast-growing, flip-type 'in' lingo! After all, "Nuff said" has become almost as famous these days as J. Jonah Jameson's sunshine smile!

Dear Stan,

Just thought I'd drop a line to let you guys know we're reading you loud and clear over here in Munich, Germany — home of the University of Maryland, European Division. The gal at the newsstand gets a big charge from seeing college sophs pickin' up comics, so keep up the good work, and we'll keep the little old lady happy. If you ever get an urge to hold a popularity contest, the guys over here vote hands down for Spidey. Keep up the business he's giving to his gal; we lady-killers eat that stuff up. We're all psychology majors and we enjoy trying to figure out old Web-head. He's one character you guys have that really strikes home; everyone else is pushing their old-age benefits while Spidey carries the load for today's generation. His problems are, more or less, what we get today, and seeing how he overcomes them not only gives us an incentive, but allows the older generation as well to realize that the teenager of today has got a lot on his back, and needs to be given an opportunity to show what he's really made of. Don't ever let Spidey go, for, as our martyred President once said, "When the going gets tough, the tough get going."

Richard K. von Fossen, Box 345B
University of Maryland, Munich, Germany, Campus
APO New York 09407

We'll buy that, Dick! And don't worry, lad — we never intend to let ol' Spidey go! It would be like losing a member of the family! Of course, we'll admit that very few families have wall-climbers in 'em, but what the hey — we're not snobs!

Dear Stan,

Boy, do I have you guys over a barrel! As I eagerly studied through every word and panel of your marvel-ous SPIDER-MAN #34, I came across an interesting word: "Kraven." I thought and I pondered over it. Is this the guy's first or last name? Or is it the name of some savage beast or bird? Favoring the latter, I took my trusty Webster's in hand and turned to the letter "k." I looked under words beginning with "kra." Kraal, kraft, kraken, krater, K-ration, and kraut. No "kraven." So, I decided to look under "c," figuring you guys had changed the spelling of a real word. Lo and behold there it was: "craven – adj. (1) defeated; vanquished. (2) lacking courage; cowardly." This is the name you picked for a man who wrestles gorillas and lions with his bare hands? Sheesh! Besides that slight discrepancy, I thought that SPIDEY #34 was stupendous. I think you have a great character in Spider-Man. Would you believe it if I told you that this is only the second time I've ever written to a comic mag?

Eric Beringer, 3709 Brierwood Dr.
Erie, Pa.

We believe it, Eric, we believe it! But, you've posed a far greater problem for us now! Don't keep us in suspense for another minute, fella — tell us, before we have nervous prostration — which mag did you write to with your *first* letter?

Dear Stan,

SPIDER-MAN #34 was great! The cover was fab! That white on it was certainly a switch. The story was excellent, and I was glad to see more of Kraven. Also, I'd like to compliment everyone at the bullpen for the fine work on FANTASY MASTERPIECES. "I Became a Human Robot" was the best one, in my opinion, and "Those Who Change" was very clever. The artwork on all of them was, as usual, magnificent. I just don't know how you do it, Stan. You're absolutely fantastic! Love ya!

Marilyn Morgan, 826 Central Ave.
Johnstown, Pa.

It's mutual, pussycat! But if you liked FANTASY MASTERPIECES before, wait'll you see it now — starring the original tales of Captain America! (Have you noticed how we never resort to sneaky plugs in our liltin' letters pages?)

Dear Stan,

I'd like to congratulate you on the job you're doing with Spider-Man. I must admit this guy is a pretty tough nut to crack. I used to be a great lover of the Brand X war comics, but lately I've found myself buying nothing but SPIDER-MAN. I've read a few earlier issues, but your issue #30, "Man on a Rampage," has our whole company in an uproar. All of us here in Korea, from privates like myself to our C.O., dig it. I know other people besides us army Joes feel the same way. Other than that, you guys are great and you have the I Corps of the 8th Army backing you. Keep up the good work, troop!

Pvt. R. Stewart RA 15735215
Co. D, 51st Sig. Bn. (C)
APO San Francisco, Calif. 96358

We never disobey a direct command, soldier! So rest assured that we'll not only keep up the good work, but we'll do our web-slingin' best to *top* it! And, if you think that *we're* great — there aren't enough words available to tell you just how great we think that you and all your buddies in all the services really are! If our feeble artistic efforts can help brighten just a few minutes of your day, we consider ouselves the luckiest guys around!

Dear Stan,

Being neither a left-wing liberal, a right-wing reactionary, or even a maudlin middle-of-the-road moderate (though I have sympathies with all three), I feel as qualified as anyone to reply to Art Raveson. Mr. Raveson wants Spidey to become allied with the forces of the left. This idea would not be wholly without merit for Mr. Raveson, but not for Peter Parker. It is not the purpose of a superhero to attempt to indoctrinate readers with any specific political credo. If you succeed in presenting democracy as superior to tyranny, courage to cowardice, and brotherhood to bigotry, then you will have accomplished all that can be expected in the political and social realms. Any other literary merit to be found in Marvel mags (and there's an abundance of it) must be psychological and anthropological. I could offer many examples of the latter two points (such as Captain America's search for identity, the unreasoning fear exhibited toward the Hulk, etc.), but I think this letter is long enough already. So, till next time, may the will of Asgard ever be like with thine.

H. Doyle Abernathy, 1035 Merriwether St.
Cape Girardeau, Mo. 63701

Thanks, H.!We kinda agree with you. We try to keep the moral tone and the entertainment value of our mags as high as possible. But, when it come to political philosophies, we figure that's best left to those who specialize in that area. (Like honest Irving Forbush!)

Dear Stan,

Last night I was looking through some of my old Marvel masterpieces, including SPIDER-MAN ANNUAL #2. I turned on my radio and got settled to re-read it for the 33rd time. Suddenly, just as Spidey ducked under the blast from Dr. Doom's finger gun, I heard a dedication being made to all the Merry Marvel Marchers of the U.S.A. This dedication was made by a fellow Marcher over station WDRC in Hartford. So I say, 3½ cheers for WDRC, the MMMS, and Spidey! I would also like to compliment you on your last few issues of SPIDER-MAN; they were just *grrreat*, as usual. I liked the way Peter Parker became a little rougher toward J.J.J. In closing, I'd just like to say, "Keep your web dry!" Bob Peltz, 301 Barbara Rd.
Middletown, Conn.

Not us, Bobby! We have the latest model — it's a pleatless, no-press, wash-and-wear web-suit. And, as soon as we can get away from those determined-looking guys in the white jackets who've been chasing us, we'll tell you more about it!

NEXT ISH: The most eagerly-awaited event in a spider's age! The return of the Green Goblin! But, even more than that — the start of a new era in Spiderdom! Don't dare miss this landmark issue which features a new hand at the artistic tiller, as jazzy Johnny Romita takes over the illustrating chores, while our lovable leader, smilin' Stan, prepares to write the greatest yarns of his award-winning career! Be sure to tie a web around your claw so you won't forget — SPIDEY #39 — the start of another magnificent Marvel march to greatness — and we want you with us all the way! — — *Someone's* gotta carry the banner!

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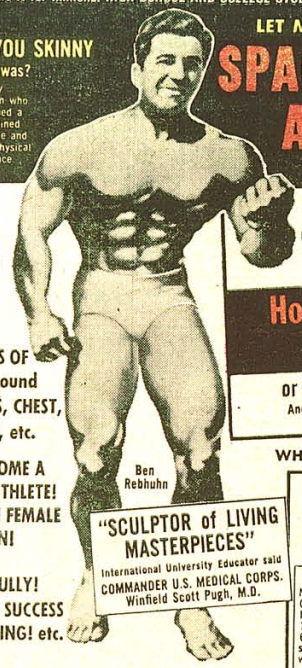

Ben Rebhuhn

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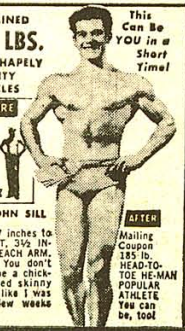

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